

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION**

WASHINGTON, D.C. 20554

In the Matter of)	
)	
TCR Sports Broadcasting Holding, L.L.P.,)	
)	MB Docket No. 08-214
Complainant,)	
)	
v.)	
)	File No. CSR-8001-P
Comcast Corporation,)	
)	
Defendant.)	
)	

To: Marlene H. Dortch, Secretary
Federal Communications Commission

Attn: Hon. Arthur I. Steinberg
Administrative Law Judge

MASN’S FIRST DESIGNATION OF WITNESSES AND EXHIBITS

Pursuant to the framework established in the Presiding Judge’s case management order of October 23, 2008, TCR Sports Broadcasting Holding, L.L.P. d/b/a Mid-Atlantic Sports Network (“MASN”), hereby submits its First Designation of Witnesses and Exhibits. MASN is submitting this First Designation promptly in order to facilitate expedition of this proceeding. MASN anticipates that once the procedural deadlines for this proceeding are re-established, MASN will supplement this First Designation.

I. FIRST DESIGNATION OF WITNESSES

As part of its affirmative case, MASN intends to offer the Declarations of James Cuddihy, Mark Wyche, David Gluck, and Dr. Hal Singer, as submitted in support of MASN’s

Complaint and Reply. MASN reserves the right to supplement those Declarations through live testimony, additional written testimony, or a combination of both from some or all of the aforementioned witnesses. If any of these witnesses is expected to offer live testimony of substance not summarized below, or in the event MASN elects to offer testimony from additional witnesses, an appropriate summary will be submitted prior to the re-established deadline for submitting witness lists.

James Cuddihy	<p>James Cuddihy is MASN's Executive Vice President of Marketing, Programming, Affiliate Relations.</p> <p>Mr. Cuddihy's testimony describes the market for MLB programming in Pennsylvania and Virginia and also the demand for MASN's programming in both geographic areas. He also explains the importance of each area to MASN's ability to compete fairly in the Regional Sports Network ("RSN") marketplace and describes the history of Comcast Corporation's ("Comcast") discrimination against MASN.</p> <p>Mr. Cuddihy may address other factual developments relating to the demand for MASN's programming and other aspects of MASN's past and present operations. In addition, Mr. Cuddihy may testify to damages that MASN has suffered from Comcast's conduct.</p>
Mark Wyche	<p>Mark Wyche is Managing Director, Bortz Media & Sports Group, Inc. He has represented MASN in its negotiations with Comcast throughout this dispute.</p> <p>Mr. Wyche's testimony explains the market for MLB programming in Pennsylvania and Virginia. He also addresses the negotiations between MASN and Comcast in the months leading up to the conclusion of the affiliation agreement, including Comcast's last-minute effort to change the terms of the deal while maintaining that no such changes had been made, and explains why MASN was unable to identify Comcast's last-minute changes. He also explains Comcast's various incentives to protect its interests from the competitive threat posed by MASN in Pennsylvania and Virginia. Finally, he offers an expert opinion about why the terms on which MASN is requesting carriage from Comcast are reasonable in light of industry norms.</p> <p>Mr. Wyche may address other factual developments relating to the negotiations between MASN and Comcast before and after the August 4, 2006 agreement.</p>

David Gluck	<p>David Gluck provides legal and business advice to MASN and has also assisted in its efforts to enter into affiliation agreements with multi-channel video distributors, including Comcast, within MASN's Television Territory.</p> <p>Mr. Gluck's testimony addresses the negotiations between MASN and Comcast in the months leading up to the conclusion of the parties' affiliation agreement, including Comcast's last-minute effort to change the terms of the deal while maintaining that no such changes had been made, and his testimony explains why MASN was unable to identify Comcast's last-minute changes.</p> <p>Mr. Gluck may address other factual developments relating to the negotiations between MASN and Comcast before and after the August 4, 2006 agreement.</p>
Dr. Hal Singer	<p>Dr. Hal Singer is President of Empiris LLC, a regulatory and litigation consultancy.</p> <p>Dr. Singer's testimony explains why Comcast's attempt to exclude MASN from certain of its systems in Pennsylvania and Virginia is detrimental to consumer welfare and thus anticompetitive. In particular, Dr. Singer notes that Comcast's conduct amounts to a "partial foreclosure" of MASN that is well-recognized as harmful in the economics literature relating to antitrust and other policy areas.</p> <p>Dr. Singer's testimony may also address the appropriate remedy for Comcast's continuing misconduct regarding MASN.</p>

II. FIRST DESIGNATION OF EXHIBITS

As part of its case, MASN expects to introduce the following exhibits, all of which were produced to Comcast and filed with the Commission during the pleading phase of this proceeding:¹

¹ In accordance with the Presiding Judge's Order (at 2 n.7), copies of each relevant exhibit will be promptly provided to the Presiding Judge, the Enforcement Bureau, and Comcast via email service. The copies initially produced will be redacted to the same extent they were redacted in the versions submitted to the Commission; unredacted copies will be distributed upon the entry of an appropriate order protecting confidential information from disclosure. Because the Media Bureau did not request redacted copies of exhibits to MASN's Complaint and Reply,

Exhibit	Description	No. of pages	Witness
MASN Ex. 1	Carriage Agreement Complaint (FCC filed July 1, 2008)	66	Cuddihy
MASN Ex. 2	Reply in Support of Carriage Agreement Complaint (FCC filed Aug. 22, 2008)	64	Cuddihy
MASN Ex. 3	Opposition to Motion for Acceptance of Surreply and Reply to Surreply of Comcast Corp. (FCC filed Sept. 22, 2008)	10	Cuddihy
MASN Ex. 4	Memorandum Opinion and Order, <i>Applications for Consent to the Assignment and/or Transfer of Control of Licenses; Adelphia Communications Corp. to Time Warner Cable Inc.; Adelphia Communications Corp. to Comcast Corp.; Comcast Corp. to Time Warner Inc.; Time Warner Inc. to Comcast Corp.</i> , 21 FCC Rcd 8203 (2006) (Complaint Ex. 1)	179	Cuddihy
MASN Ex. 5	Memorandum Opinion and Hearing Designation Order, <i>TCR Sports Broadcasting Holding, L.L.P., v. Comcast Corp.</i> , 21 FCC Rcd 8989 (2006) (Complaint Ex. 2)	10	Cuddihy
MASN Ex. 6	Draft Affiliate Term Sheets dated April 13, 2005, October 6, 2005, August 2, 2006 and August 4, 2006 (Complaint Ex. 3)	43	Gluck/Wyche
MASN Ex. 7	Final Affiliate Term Sheet dated August 4, 2006 (Complaint Ex. 4)	22	Gluck/Wyche
MASN Ex. 8	Declaration of David Gluck (June 18, 2008) (Complaint Ex. 5)	9	Gluck
MASN Ex. 9	Declaration of Mark C. Wyche (June 24, 2008), with attached "Table A - Unlaunched Comcast Systems Within MASN's TV Territory by Designated Market Area" (Complaint Ex. 6)	14	Wyche
MASN Ex. 10	Settlement Agreement by and among Office of the Commissioner of Baseball d/b/a/ Major League Baseball, TCR Sports Broadcasting Holding, L.L.P., Baseball Expos, L.P. d/b/a/ Washington Nationals Baseball Club, and the Baltimore Orioles Limited Partnership (eff. Mar. 28, 2005), redacted (Complaint Ex. 7)	14	Cuddihy
MASN Ex. 11	Comcast Press Release, <i>Comcast Reports 2006 Results and Outlook for 2007</i> , Financials Table 6 (Feb. 1, 2007) (Complaint Ex. 8)	15	Cuddihy
MASN Ex. 12	D. Shapiro, et al., Banc of America Secs. LLC, <i>Battle for the Bundle: 3Q06 Wrap Up</i> (Nov. 15, 2006) (Complaint Ex. 9)	55	Cuddihy

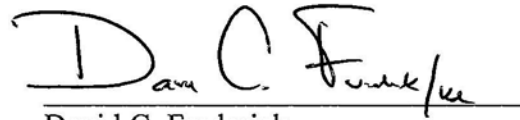
MASN's initial submission will not include copies of those exhibits. Counsel for MASN will confer with Comcast counsel in an effort to develop a mutually agreeable proposed protective order for review by the Administrative Law Judge. At that time, MASN will submit all of the exhibits to its Complaint and Reply.

Exhibit	Description	No. of pages	Witness
MASN Ex. 13	Map of MASN Territories (Complaint Ex. 10)	1	Wyche
MASN Ex. 14	Declaration of James Cuddihy (June 24, 2008) (Complaint Ex. 11)	9	Cuddihy
MASN Ex. 15	Nielsen Media Research, <i>U.S. Television Household Estimates</i> (Sept. 2004), excerpt (Complaint Ex. 12)	5	Wyche
MASN Ex. 16	The Official Site of the Baltimore Orioles: Ballpark: Directions and Parking Info, http://baltimore.orioles.mlb.com/bal/ballpark/directions.jsp (Complaint Ex. 13)	2	Cuddihy
MASN Ex. 17	Mark Berman, <i>Not All Getting O's New Network</i> , Roanoke Times (Mar. 30, 2007) available at http://www.roanoke.com/sports/baseball/wb/111008 (Complaint Ex. 14)	3	Cuddihy
MASN Ex. 18	The Official Site of the Washington Nationals: Ballpark: Nationals Park, http://washington.nationals.mlb.com/was/ballpark/index.jsp (Complaint Ex. 15)	3	Cuddihy
MASN Ex. 19	Harrisburg Senators - Professional Baseball - Official Site http://www.senatorsbaseball.com/team_history.html (Complaint Ex. 16)	2	Cuddihy
MASN Ex. 20	Selected Launched Comcast/Former Adelphia Systems (Complaint Ex. 17)	1	Wyche
MASN Ex. 21	Carriage Agreement Complaint, <i>TCR Sports Broadcasting Holding, L.L.P. v. Comcast Corp.</i> , MB Docket No. 06-148, CSR-6911-N (FCC filed June 14, 2005) (Complaint Ex. 18)	54	Cuddihy
MASN Ex. 22	The Associated Press, <i>Judge again dismisses Comcast suit on Nationals' broadcast rights</i> , Oct. 5, 2005 (Complaint Ex. 19)	1	Cuddihy
MASN Ex. 23	Tom Heath, <i>Orioles Accuse Comcast of Intimidating Cable Prospects</i> , Washington Post, May 24, 2005, at D1 (Complaint Ex. 20)	2	Cuddihy
MASN Ex. 24	Emergency Petition for Temporary Injunctive Relief, <i>TCR Sports Broadcasting Holding, L.L.P. v. Comcast Corp.</i> , MB Docket No. 06-148, CSR-6911-N (FCC filed June 14, 2005) (Complaint Ex. 21)	33	Cuddihy

Exhibit	Description	No. of pages	Witness
MASN Ex. 25	Petition of TCR Sports Broadcasting Holding, L.L.P. to Impose Conditions or, In the Alternative, to Deny Parts of the Proposed Transaction, <i>Applications for Consent to the Assignment and/or Transfer of Control of Licenses; Adelphia Communications Corp. to Time Warner Cable Inc.; Adelphia Communications Corp. to Comcast Corp.; Comcast Corp. to Time Warner Inc.; Time Warner Inc. to Comcast Corp.</i> , MB Docket No. 05-192 (FCC filed July 21, 2005) (Complaint Ex. 22)	22	Cuddihy
MASN Ex. 26	Multichannel News, <i>Wall Street Analyst Refutes FCC's Chairman's Cable Math</i> (Nov. 25, 2007) (Complaint Ex. 23)	2	Wyche/Gluck
MASN Ex. 27	Standstill Agreement (Apr. 23, 2008) (Complaint Ex. 24)	19	Cuddihy
MASN Ex. 28	Declaration of Dr. Hal J. Singer (June 30, 2008) (Complaint Ex. 25)	20	Singer
MASN Ex. 29	Letter of Intent to file Complaint sent to Arthur S. Block, Comcast Corp. (Mar. 7, 2008) (Complaint Ex. 26)	2	Cuddihy
MASN Ex. 30	Letter in Response from Doug Gaston, Comcast Corp. (Mar. 17, 2008) (Complaint Ex. 27)	2	Cuddihy
MASN Ex. 31	Comcast Corp., Form 10-K at 1 (SEC filed Feb. 20, 2008) (Complaint Ex. 28)	4	Cuddihy
MASN Ex. 32	CBS News, <i>MLB to Keep "Extra Innings" on Cable</i> (Apr. 4, 2007), http://www.cbsnews.com/stories/2007/04/04/business/main2649774.shtml?source=RSSattr=Entertainment_2649774 (Complaint Ex. 29)	1	Wyche
MASN Ex. 33	Barry N. Bloom, MLB.com, <i>MLB Reaches iN DEMAND Deal</i> (Apr. 4, 2007), http://mlb.mlb.com/content/printer_friendly/mlb/y2007/m04/d04/c1880145.jsp (Complaint Ex. 30)	1	Wyche
MASN Ex. 34	Supplemental Declaration of James Cuddihy (Aug. 22, 2008) (Reply Ex. 31)	12	Cuddihy
MASN Ex. 35	Reply Declaration of Hal J. Singer (Aug. 22, 2008) (Reply Ex. 32)	20	Singer
MASN Ex. 36	Supplemental Declaration of David Gluck (Aug. 22, 2008) (Reply Ex. 33)	8	Gluck

MASN may supplement this First Designation of Exhibits. If it does so, MASN will provide Comcast and the Presiding Judge with copies of additional exhibits prior to the deadline for submission of exhibits. MASN also reserves the right to introduce additional exhibits to rebut evidence and/or testimony presented by the Defendant.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "David C. Frederick", written over a horizontal line.

David C. Frederick
Evan T. Leo
Kelly P. Dunbar
David F. Engstrom
Kellogg, Huber, Hansen, Todd,
Evans & Figel, P.L.L.C.
1615 M Street N.W., Suite 400
Washington, D.C. 20036
(202) 326-7900

November 5, 2008

Attorneys for TCR Sports Broadcasting Holding, L.L.P.

Certificate of Service

I hereby certify that, on this 5th day of November 2008, I caused the foregoing to be served upon the following parties by email:

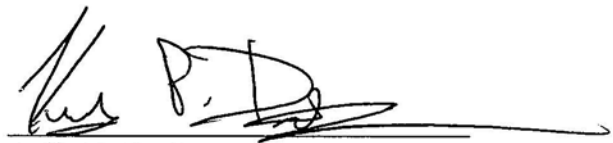
Kris Anne Monteith, Bureau Chief
Enforcement Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554
Kris.Monteith@fcc.gov

Hillary S. DeNigro, Chief
Investigations and Hearings Division,
Enforcement Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554
Hillary.DeNigro@fcc.gov

The Honorable Arthur I. Steinberg
Administrative Law Judge
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554
Arthur.Steinberg@fcc.gov

Michael H. Hammer
James L. Casserly
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006
mhammer@willkie.com
jcasserly@willkie.com
Counsel for Comcast Corporation

David H. Solomon
L. Andrew Tollin
Wilkinson Barker Knauer, LLP
2300 N Street, N.W.
Suite 700
Washington, D.C. 20037
dsolomon@wbklaw.com
atollin@wbklaw.com
Counsel for Comcast Corporation



Kelly P. Dunbar